



RECORDATION NO. 21761-E FILED

JUL 1 '05

12-44 PM

SURFACE TRANSPORTATION BOARD

July 1, 2005

Secretary
Surface Transportation Board
1925 K Street, NW
Washington, D.C. 20423-0001

Re: WMATA 1998-TEN-R Trust

Dear Sir/Madam:

Enclosed for recordation pursuant to the provisions of Section 11301, title 49 of the United States Code are an original and copy of the following documents:

1. Short Form of Lease Supplement
2. Short Form of Sublease Supplement
3. Short Form of Supplement to Equipment Mortgage & Pledge Agreement
4. Short Form of Supplement to Loan and Security Agreement

Each document is dated as of July 1, 2005 and constitutes a secondary document as defined in the Board's Rules for the recordation of documents. For each document the connected primary document is recorded under filing number 21761.

The names and addresses of the parties to the enclosed documents are:

Short Form of Lease Supplement

Lessor:

Washington Metropolitan Area Transit
Authority ("WMATA")
600 Fifth Street, N.W.
Washington, D.C. 20001

Lessee:

WMATA-1998-TEN-R Trust
c/o Wilmington Trust Company

**Washington
Metropolitan Area
Transit Authority**

600 Fifth Street, NW
Washington, DC 20001
202/962-1234

By Metrorail:
Judiciary Square—Red Line
Gallery Place-Chinatown—
Red, Green and
Yellow Lines
By Metrobus:
Routes D1, D3, D6, P6,
70, 71, 80, X2

Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

Short Form of Sublease Supplement

Sublessor:	WMATA-1998-TEN-R Trust c/o Wilmington Trust Company Rodney Square North 1100 North Market Street Wilmington, Delaware 19890
Sublessee:	Washington Metropolitan Area Transit Authority ("WMATA") 600 Fifth Street, N.W. Washington, D.C. 20001

Short Form of Supplement to Equipment
Mortgage and Pledge Agreement

Mortgagor:	Washington Metropolitan Area Transit Authority ("WMATA") 600 Fifth Street, N.W. Washington, D.C. 20001
Mortgagee:	WMATA-1998-TEN-R Trust c/o Wilmington Trust Company Rodney Square North 1100 North Market Street Wilmington, Delaware 19890

A description and number of the railcars covered by the above two documents is set forth on Exhibit A attached to each of the above-listed Short Form Agreements.

Short Form of Supplement to Loan and
Security Agreement

Assignor:	WMATA-1998-TEN-R Trust c/o Wilmington Trust Company Rodney Square North
-----------	---

Page 3

1100 North Market Street
Wilmington, Delaware 19890

Assignee:

AIG-FP Funding (Cayman) Limited
c/o Maples & Calder
P.O. Box 309
Ugland House
South Church Street
Grand Cayman, Cayman Islands
British West Indies

Please cross-reference the Supplement to Loan and Security Agreement under the names Washington Metropolitan Area Transit Authority and WMATA-1998-TEN-R Trust.

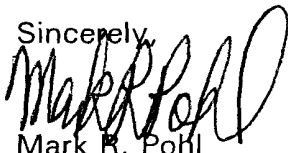
Under 49 C.F.R. § 1002.2(e)(1) of the Board's regulations, state and local government agencies are not required to pay filing fees. Please be advised that the filer herein, the Washington Metropolitan Area Transit Authority, is an interstate compact agency and instrumentality of the State of Maryland, Commonwealth of Virginia, and District of Columbia created with the consent of the United States Congress in Public Law 89-774, 80 Stat. 1324 (1966). As such, WMATA claims exemption from the filing fees for these documents.

Please stamp and return the original documents to:

Mark R. Pohl
Associate General Counsel
WMATA
600 Fifth Street, N.W.
Washington, D.C. 20001.

Please be advised that Mark R. Pohl is the in-house counsel for WMATA charged with representing WMATA in this matter. Should you have any questions, please feel free to contact me on (202) 962-2541.

Sincerely,



Mark R. Pohl
Associate General Counsel

Enclosures as stated

RECORDING REQUESTED BY
AND WHEN RECORDED MAIL TO:

RECORDATION NO. 21761-E FILED

JUL 1 '05

12-44 PM

Mark R. Pohl, Esq.
WMATA
600 Fifth Street, NW
Washington, DC 20001

SURFACE TRANSPORTATION BOARD

SHORT FORM OF SUBLEASE SUPPLEMENT

This Short Form of Sublease Supplement is made and dated as of the 1st day of July, 1998, by and among, **WMATA 1998-TEN-R TRUST ("Sublessor")**, a Delaware statutory business trust, having an address in care of Wilmington Trust Company, 1100 North Market Street, Wilmington, Delaware 19890-0001, and **WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY**, a body corporate and politic created and existing under and by virtue of a compact between the State of Maryland, the Commonwealth of Virginia and the District of Columbia and having an address at 600 Fifth Street, NW, Washington, DC 20001 ("**Sublessee**").

A. Sublessor is the owner of a leasehold interest in those certain Railway Cars described in Exhibit A attached hereto and incorporated herein by reference (the "**Railway Cars**"). The list attached is updated to include the substitution of two Railway Cars for two Railway Cars withdrawn from the sublease as previously filed with the U.S. Surface Transportation Board.

B. Sublessor desires to sublease the Railway Cars to Sublessee, and Sublessee desires to sublease the Railway Cars from the Sublessor, on the terms and conditions set forth in that certain sublease between Sublessor and Sublessee dated as of October 29, 1998 (the "**Sublease**") which by this reference is incorporated herein and made a part hereof as if set forth at length. Said Lease has previously been filed with the U.S. Surface Transportation Board.

C. Sublessor and Sublessee desire to record this Short Form of Sublease Supplement with the U.S. Surface Transportation Board to give constructive notice of Sublessee's interest in the Railway Cars and to give constructive notice of the change in the identity of the Railway Cars covered by the October 29, 1998 Sublease.

D. Attached hereto as Exhibit B is a Sublease Supplement between Sublessor and Sublessee of date even herewith, which is incorporated by reference herein and made a part hereof as if set forth at length. This Sublease Supplement supercedes the Sublease Supplement filed with the U.S. Surface Transportation Board as of October 29, 1998.

In consideration of the foregoing recitals, and for other good and allowable consideration, the receipt and sufficiency of which are hereby acknowledged, Sublessee and Sublessor agree as follows:

1. **Property Subleased.** Sublessor hereby subleases to Sublessee, and Sublessee hereby subleases from Sublessor, the Railway Cars for the term, and on the covenants Short Form of Sublease Supplement (1998 TEN-R Trust)

and conditions set forth in the Sublease dated as of October 29, 1998, which Sublease is by this reference incorporated herein and made a part hereof as fully as if set forth herein at length.

2. **Term of Sublease.** The above-described sublease term is for the period commencing on October 29, 1998, and ending on the Basic Sublease Term Expiration Date unless otherwise renewed.

3. **Conflict With Sublease.** In the event of any conflict between this Short Form of Sublease Supplement and the Sublease or Sublease Supplement, the terms, covenants and conditions of the Sublease shall control. It is agreed by the parties that the Sublease Supplement attached to this Short Form of Sublease Supplement shall supercede the Sublease Supplement dated October 29, 1998.

4. **Counterparts.** This Short Form of Sublease may be executed in one or more counterparts, but there shall only be one original. Signature pages may be detached from multiple separate counterparts and attached to a single counterpart so that all signature pages are physically attached the same instrument, which shall be the original of this Short Form of Sublease supplement

IN WITNESS WHEREOF, the Sublessee and Sublessor have executed this Short Form of Sublease Supplement as of the date first above written.

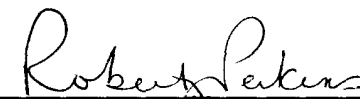
Sublessor:

WMATA 1998-TEN-R TRUST, by and through Wilmington Trust Company, not in its individual capacity, but solely as Trustee


Witness **Kimberly E. Faulhaber**

By: 
Name: **Tira L. Johnson**
Title: **Financial Services Officer**


Witness **MONICA M. HENRY**

By: 
Name: **Robert J. Perkins**
Title: **Financial Services Officer**

Sublessee:

**WASHINGTON METROPOLITAN
AREA TRANSIT AUTHORITY**

Witness

By: _____
Name: Peter Benjamin
Title: Chief Financial Officer

ACKNOWLEDGMENT
PURSUANT TO 49 C.F.R. § 1177.3

I, **Tira L. Johnson**, certify that I am **Financial Services Officer**
of Wilmington Trust Company, the Trustee of WMATA 1998-TEN-R trust, a
Delaware statutory business that the foregoing instrument was signed and sealed
on behalf of the Trust by authority of its Trustee, and that I acknowledge that the
execution of the foregoing instrument was the free act and deed of the Trust. I
further declare under penalty of perjury that the foregoing is true and correct.

Executed on 6/27, 2005.



IN WITNESS WHEREOF, the Sublessee and Sublessor have executed this Short Form of Sublease Supplement as of the date first above written.

Sublessor:

WMATA 1998-TEN-R TRUST, by and through Wilmington Trust Company, not in its individual capacity, but solely as Trustee

Witness

By: _____

Name: _____

Title: _____

Witness

By: _____

Name: _____

Title: _____

Sublessee:

**WASHINGTON METROPOLITAN
AREA TRANSIT AUTHORITY**

Harold M. Barrett
Witness

By: Peter Benjamin
Name: Peter Benjamin
Title: Chief Financial Officer

ACKNOWLEDGMENT
PURSUANT TO 49 C.F.R. § 1177.3

I, Harold M. Bartlett, certify that I am Acting Secretary of Washington Metropolitan Area Transit Authority ("WMATA"), a body corporate and politic created and existing under and by virtue of a compact between the State of Maryland, the Commonwealth of Virginia and the District of Columbia, that the seal affixed to the foregoing instrument is the seal of WMATA, that the instrument was signed and sealed on behalf of WMATA by authority of its Board of Directors, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of WMATA. I further declare under penalty of perjury that the foregoing is true and correct.

Executed on July 1, 2005

Harold M. Bartlett

Name: Harold M. Bartlett

Title: Acting Secretary

Exhibit A
Items of Equipment

<u>Serial Numbers</u> <u>(per married pair)</u>	<u>Equipment Value</u> <u>(per married pair)</u>
1000 & 1001	\$3,404,000.00
1002 & 1003	\$3,404,000.00
1004 & 1005	\$3,404,000.00
1006 & 1007	\$3,404,000.00
1008 & 1009	\$3,404,000.00
1012 & 1013	\$3,404,000.00
1014 & 1015	\$3,404,000.00
1016 & 1017	\$3,404,000.00
1018 & 1019	\$3,404,000.00
1020 & 1021	\$3,404,000.00
1022 & 1023	\$3,404,000.00
1024 & 1025	\$3,404,000.00
1026 & 1027	\$3,404,000.00
1030 & 1031	\$3,404,000.00
1032 & 1033	\$3,404,000.00
1034 & 1035	\$3,404,000.00
1036 & 1037	\$3,404,000.00
1038 & 1039	\$3,404,000.00
1040 & 1041	\$3,404,000.00
1042 & 1043	\$3,404,000.00
1045 & 1047	\$3,404,000.00
1048 & 1049	\$3,404,000.00
1050 & 1051	\$3,404,000.00
1052 & 1053	\$3,404,000.00
1054 & 1055	\$3,404,000.00
1056 & 1057	\$3,404,000.00
1058 & 1059	\$3,404,000.00
1060 & 1061	\$3,404,000.00
1062 & 1063	\$3,404,000.00
1064 & 1065	\$3,404,000.00
1066 & 1067	\$3,404,000.00
1068 & 1069	\$3,404,000.00
1070 & 1071	\$3,404,000.00
1072 & 1073	\$3,404,000.00
1074 & 1075	\$3,404,000.00

Exhibit A (continued)
Items of Equipment

<u>Serial Numbers</u> <u>(per married pair)</u>	<u>Equipment Value</u> <u>(per married pair)</u>
1078 & 1079	\$3,404,000.00
1080 & 1081	\$3,404,000.00
1082 & 1083	\$3,404,000.00
1084 & 1085	\$3,404,000.00
1086 & 1087	\$3,404,000.00
1088 & 1089	\$3,404,000.00
1090 & 1091	\$3,404,000.00
1092 & 1093	\$3,404,000.00
1094 & 1095	\$3,404,000.00

Exhibit B

Short Form of Sublease Supplement (1998 TEN-R Trust)

EXHIBIT A

SUBLEASE SUPPLEMENT (1998-TEN-R)

1

THIS SUBLEASE SUPPLEMENT (1998-TEN-R) dated July 1, 2005 between WMATA 1998-TEN-R TRUST (the "Sublessor") and WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY (the "Sublessee):

WHEREAS, the Sublessor and the Sublessee have heretofore entered into the Sublease Agreement, dated as of October 29, 1998 (the "Sublease"), which Sublease provides for the execution and delivery of Sublease Supplements in substantially the form hereof for the purpose of subleasing the Items of Equipment when delivered by the Sublessor to the Sublessee in accordance with the terms thereof. All of the terms and provisions of the Sublease are hereby incorporated by reference in this Sublease Supplement to the same extent as if fully set forth herein (including those terms providing that capitalized terms used therein and not otherwise defined therein shall have the meanings given such terms in Appendix A to the Participation Agreement, and the rules of usage set forth therein shall apply thereto).

WHEREAS, the Sublessor and the Sublessee have previously entered into a Sublease Supplement as contemplated by the aforesaid Sublease.

WHEREAS, on January 10, 2005 and as permitted under section 9(a) of this Sublease, the Sublessee gave an election notice to the Sublessor, Head Lessor, Lender, and Equity Investor relating to an Event of Loss to two of the Subleased Items of Equipment. Said election was to substitute two similar Items of Equipment for the two Items of Equipment suffering the Event of Loss.

WHEREAS, the terms of the Sublease require the provision of a substitute Sublease Supplement containing the substituted Items of Equipment.

NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, and pursuant to Section 2 of the Sublease, the Sublessor hereby delivers and subleases to the Sublessee, and the Sublessee hereby accepts and subleases from the Sublessor, under the Sublease as herein supplemented, the Items of Equipment described (both by serial number and Equipment Value) in Schedule A hereto. Both the Sublessor and the Sublessee agree that this Sublease Supplement is in lieu of the Sublease Supplement dated as of October 29, 1998 and, that as of the effective date of this Sublease Supplement, the October 29, 1998 Sublease Supplement shall no longer be in full force and effect.

To the extent, if any, that this Sublease Supplement constitutes chattel paper (as such term is defined in the Uniform Commercial Code as in effect in any applicable jurisdiction), no security interest in this Sublease Supplement may be created through the

transfer or possession of any counterpart other than the original counterpart containing the receipt therefore executed by the Lender on the signature page thereof.

THIS SUBLEASE SUPPLEMENT SHALL IN ALL RESPECTS BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK (INCLUDING SECTIONS 5-1401 AND 5-1402 OF THE NEW YORK GENERAL OBLIGATIONS LAW BUT, TO THE FULLEST EXTENT PERMITTED BY LAW, EXCLUDING ALL CHOICE-OF-LAW OR CONFLICTS-OF-LAWS RULES); PROVIDED, THAT THE POWERS AND LEGAL CAPACITY OF THE SUBLESSEE SHALL BE GOVERNED BY AND CONSTRUED UNDER THE COMPACT.

IN WITNESS WHEREOF, the Sublessor and the Sublessee have each caused this Sublease Supplement to be duly executed by its authorized officer on the day and year first above written.

SUBLESSOR:

WMATA 1998-TEN-R TRUST, by and
Through Wilmington Trust Company, not in
its individual capacity, but solely as Trustee

By: 

Name:

Tira L. Johnson

Title:

Financial Services Officer

SUBLESSEE:

WASHINGTON METROPOLITAN AREA
TRANSIT AUTHORITY

By: _____

Peter Benjamin

Chief Financial Officer

transfer or possession of any counterpart other than the original counterpart containing the receipt therefore executed by the Lender on the signature page thereof.

THIS SUBLEASE SUPPLEMENT SHALL IN ALL RESPECTS BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK (INCLUDING SECTIONS 5-1401 AND 5-1402 OF THE NEW YORK GENERAL OBLIGATIONS LAW BUT, TO THE FULLEST EXTENT PERMITTED BY LAW, EXCLUDING ALL CHOICE-OF-LAW OR CONFLICTS-OF-LAWS RULES); PROVIDED, THAT THE POWERS AND LEGAL CAPACITY OF THE SUBLESSEE SHALL BE GOVERNED BY AND CONSTRUED UNDER THE COMPACT.

IN WITNESS WHEREOF, the Sublessor and the Sublessee have each caused this Sublease Supplement to be duly executed by its authorized officer on the day and year first above written.

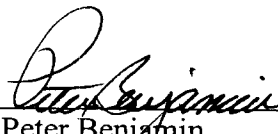
SUBLESSOR:

WMATA 1998-TEN-R TRUST, by and
Through Wilmington Trust Company, not in
its individual capacity, but solely as Trustee

By: _____
Name:
Title:

SUBLESSEE:

WASHINGTON METROPOLITAN AREA
TRANSIT AUTHORITY

By:  _____
Peter Benjamin
Chief Financial Officer

**Schedule A
To Sublease Supplement (WMATA 1998-
TEN-R Trust)**

Items of Equipment

<u>Serial Numbers (per married pair)</u>	<u>Equipment Value (per married pair)</u>
1000 & 1001	\$3,404,000.00
1002 & 1003	\$3,404,000.00
1004 & 1005	\$3,404,000.00
1006 & 1007	\$3,404,000.00
1008 & 1009	\$3,404,000.00
1012 & 1013	\$3,404,000.00
1014 & 1015	\$3,404,000.00
1016 & 1017	\$3,404,000.00
1018 & 1019	\$3,404,000.00
1020 & 1021	\$3,404,000.00
1022 & 1023	\$3,404,000.00
1024 & 1025	\$3,404,000.00
1026 & 1027	\$3,404,000.00
1030 & 1031	\$3,404,000.00
1032 & 1033	\$3,404,000.00
1034 & 1035	\$3,404,000.00
1036 & 1037	\$3,404,000.00
1038 & 1039	\$3,404,000.00
1040 & 1041	\$3,404,000.00
1042 & 1043	\$3,404,000.00
1045 & 1047	\$3,404,000.00
1048 & 1049	\$3,404,000.00
1050 & 1051	\$3,404,000.00
1052 & 1053	\$3,404,000.00
1054 & 1055	\$3,404,000.00
1056 & 1057	\$3,404,000.00
1058 & 1059	\$3,404,000.00
1060 & 1061	\$3,404,000.00
1062 & 1063	\$3,404,000.00
1064 & 1065	\$3,404,000.00
1066 & 1067	\$3,404,000.00
1068 & 1069	\$3,404,000.00
1070 & 1071	\$3,404,000.00
1072 & 1073	\$3,404,000.00
1074 & 1075	\$3,404,000.00

Schedule A (continued)
To Sublease Supplement (WMATA 1998-
TEN-R Trust)

Items of Equipment

Serial Numbers
(per married pair)

Equipment Value
(per married pair)

1078 & 1079	\$3,404,000.00
1080 & 1081	\$3,404,000.00
1082 & 1083	\$3,404,000.00
1084 & 1085	\$3,404,000.00
1086 & 1087	\$3,404,000.00
1088 & 1089	\$3,404,000.00
1090 & 1091	\$3,404,000.00
1092 & 1093	\$3,404,000.00
1094 & 1095	\$3,404,000.00

CERTAIN OF THE RIGHT, TITLE AND INTEREST IN AND TO THIS SUBLEASE SUPPLEMENT HAVE BEEN ASSIGNED TO AND ARE SUBJECT TO A FIRST PRIORITY SECURITY INTEREST IN FAVOR OF THE UNDERSIGNED, AS THE LENDER UNDER THE LOAN AND SECURITY AGREEMENT ((1998-TEN-R)) DATED AS OF OCTOBER 29, 1998. THIS SUPPLEMENT HAS BEEN EXECUTED IN SEVERAL COUNTERPARTS. ONLY THE ORIGINAL COUNTERPART CONTAINS THE RECEIPT THEREFOR EXECUTED BY THE UNDERSIGNED ON THE PAGE FOLLOWING THE SIGNATURE PAGES THEREOF. SEE SECTION 22(b) OF THE SUBLEASE FOR INFORMATION CONCERNING THE RIGHTS OF THE HOLDERS OF THE VARIOUS COUNTERPARTS HEREOF.

Receipt of this original counterpart of the foregoing Sublease Supplement is hereby acknowledged on this 1st day of July, 2005.

AIG-FP FUNDING (CAYMAN) LIMITED

By: 

Name:

Title:

LEE M. ARTHURS
AUTHORIZED SIGNATORY